

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 29, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

Contract 3-8559 Rider 4

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Flint Hills Resources LP
4111 East 37th Street North
Wichita, KS 67220]

Section Chief
December 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

50 railcars: SHPX 464256 - SHPX 464305.

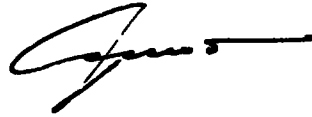
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to **Flint Hills Resources LP**, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **SHPX** and/or **ACFX**.

RECORDATION NO. 28212 FILED

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 4 dated 8/30/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464256
	Hopper	SHPX	464257
	Hopper	SHPX	464258
	Hopper	SHPX	464259
	Hopper	SHPX	464260
	Hopper	SHPX	464261
	Hopper	SHPX	464262
	Hopper	SHPX	464263
	Hopper	SHPX	464264
	Hopper	SHPX	464265
	Hopper	SHPX	464266
	Hopper	SHPX	464267
	Hopper	SHPX	464268
	Hopper	SHPX	464269
	Hopper	SHPX	464270
	Hopper	SHPX	464271
	Hopper	SHPX	464272
	Hopper	SHPX	464273
	Hopper	SHPX	464274
	Hopper	SHPX	464275
	Hopper	SHPX	464276
	Hopper	SHPX	464277
	Hopper	SHPX	464278
	Hopper	SHPX	464279
	Hopper	SHPX	464280
	Hopper	SHPX	464281
	Hopper	SHPX	464282
	Hopper	SHPX	464283
	Hopper	SHPX	464284
	Hopper	SHPX	464285
	Hopper	SHPX	464286
	Hopper	SHPX	464287
	Hopper	SHPX	464288
	Hopper	SHPX	464289

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 nder 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464290
	Hopper	SHPX	464291
	Hopper	SHPX	464292
	Hopper	SHPX	464293
	Hopper	SHPX	464294
	Hopper	SHPX	464295
	Hopper	SHPX	464296
	Hopper	SHPX	464297
	Hopper	SHPX	464298
	Hopper	SHPX	464299
	Hopper	SHPX	464300
	Hopper	SHPX	464301
	Hopper	SHPX	464302
	Hopper	SHPX	464303
	Hopper	SHPX	464304
	Hopper	SHPX	464305

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

12/29/09



Robert W Alvord